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Division of Corporations

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Division of Corporations
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Account Name : HOWARD J. SMITH, P.A.
Account Number : I20000000202
Phone : (904) 886-4400
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CROSS OF CALVARY MINISTRIES, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
CROSS OF CALVARY MINISTRIES, INC.**
a Florida non-profit corporation

Cross of Calvary Ministries, Inc., a Florida non-profit corporation (the "Corporation"), in compliance with the governing documents of the Corporation and the laws of the State of Florida, does hereby amend its Articles of Incorporation, and does hereby restate such amended Articles of Incorporation in its entirety, as provided herein.

ARTICLE ONE

The name of the corporation is Cross of Calvary Ministries, Inc., a non-profit corporation organized under the laws of the state of Florida (hereinafter, the "Corporation").

ARTICLE TWO

The principal office of the Corporation is 2278 Oxbow Road, Jacksonville, Duval County, FL 32210. The mailing address of the Corporation is P.O. Box 61871, Jacksonville, Duval County, FL 32236.

ARTICLE THREE

A. The general mission of the Corporation is to operate as a dynamic and spiritual ministry empowered by the Holy Spirit to share Jesus Christ in partnership with churches and communities throughout the world. In furtherance of such general mission, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as those regulations currently exist, and as they may hereafter be amended. In furtherance of the same, the Corporation may exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property.

B. The term of existence of the Corporation is perpetual, and will commence upon the filing of these articles by the Division of Corporations of the state of Florida.

ARTICLE FOUR

There shall be a minimum of three directors of this Corporation, to be elected in accordance with the Bylaws of the Corporation. The names and addresses of the Directors of the Corporation as of the date hereof are:

Rev. John E. Anglin
P.O. Box 61871
Jacksonville, FL 32236

Rev. Melvin J. Schemer
8791 Pinon Drive
Jacksonville, FL 32221

Rev. Raymond Mayfield
3926 Bent Grass Road
Jacksonville, FL 32210

Trish C. Livingston
5834 Hyde Grove Avenue
Jacksonville, FL 32210

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ARTICLE FIVE

A. No part of the net earnings of the Corporation or its related mission ministries shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

B. No substantial part of the activities of the Corporation shall be for the perpetrating of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or 2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE SIX


A. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

B. Any such assets not disposed as outlined above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SEVEN

The initial registered office of the Corporation shall be located at 12443 San Jose Blvd, Suite 1004, Jacksonville, FL 32223. The initial registered agent of the Corporation shall be Howard J. Smith, PA, a Florida Professional Association.

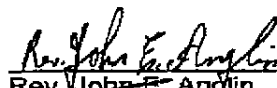
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**CERTIFICATION OF ADOPTION OF AMENDED AND
RESTATED ARTICLES OF INCORPORATION**

The undersigned, being the President and Secretary of the Corporation, hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted by a Unanimous Consent Resolution of the Board of Directors of the Corporation, in compliance with the governing documents of the Corporation and Florida law. No vote or approval of the Members of the Corporation is required for adoption of the same.



Rev. John E. Anglin
Its President and Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Corporation, I hereby agree to accept the appointment as registered agent and agree to act in this capacity as of this _____ day of August, 2005. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Association

President

Howard J. Smith, P.A.
a Florida Professional

By: 

Howard J. Smith,

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